

(4) The undersigned has acquired from the Franchisor confidential information regarding Franchisor's trade secrets and franchised methods which, in the event of a termination of the Franchise Agreement, could be used to injure the Franchisor. As a result, neither the undersigned, nor any member of his or her immediate family, shall, for a period of 2 years from the date of termination, transfer or expiration of the Franchise Agreement, without having first obtained the Franchisor's written consent, engage in or participate as an owner, officer, partner, director, agent, employee, shareholder or otherwise in any Competitive Business which is located or operating, as of the date of such termination, transfer or expiration, within a 10-mile radius of the Franchisee's former Franchised Location as defined in the Franchise Agreement, or within a 10-mile radius of any other franchised or company-owned ROCKY MOUNTAIN CHOCOLATE FACTORY Store, unless such right is granted pursuant to a separate agreement with the Franchisor.

(5) The undersigned agrees that during the term of the Franchise Agreement, and for a period of 2 years thereafter, it shall in no way divert or attempt to divert the business of customers, or interfere with the business relationship established with customers of the Franchisee's ROCKY MOUNTAIN CHOCOLATE FACTORY Store or of any Competitive Business.

**IN WITNESS WHEREOF**, this Agreement has been executed by the undersigned as of the date set forth above.

**AGREED TO BY:**

\_\_\_\_\_

**ROCKY MOUNTAIN CHOCOLATE  
FACTORY, INC.**

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**EXHIBIT C**

**LIST OF FRANCHISEES**

**LIST OF FRANCHISEES  
As of February 28, 2003**

**Arizona**

Chuck and Sandy Craig, 3240 Gateway Blvd, Suite 206, Prescott, AZ 86303-, (928) 778-9644  
 Blake and Jennifer Rolley, 276 North Highway 89A, Suite F, Sedona, AZ 86336-, (928) 282-3383  
 Michael" Moose" and Katrina Watson, 2700 Woodlands Village Blvd., Ste 320, Flagstaff, AZ 86001-,  
 (928) 779-3538  
 Ron and Mari Griffin, 7014 Camelback Road, Suite 2200, Scottsdale, AZ 85251-, (480) 970-1707  
 Lon and Ruth Briggs, 21001 N. Tatum Blvd., Suite 36-1230, Phoenix, AZ 85050-, (480) 342-9993  
 Carl Novick, 7401 N. La Cholla, #155, Tucson, AZ 85741-, (520) 797-9007  
 Lon and Ruth Briggs, 4250 Antham Way, Suite 485, Phoenix, AZ 85027-, (623) 465-9716  
 Thomas and Yvonne Mannion, 5000 Arizona Mills Circle #454, Tempe, AZ 85282-, (480) 756-7366

**Arkansas**

Dave and Jeanie Lovejoy, 5 Spring St., Eureka Springs, AR 72632-, (479) 253-6597

**California**

Kara and Chad Felberg, 4480 Camino de la Plaza, Ste B, San Ysidro, CA 92173-, (619) 690-6024  
 Jerry and Cynthia Haws, 13000 Folsom Blvd., Suite 809, Folsom, CA 95630-, (916) 985-4832  
 Dan Terzian, 1751 Hwy. 237, Anderson, CA 96007-, (530) 365-5185  
 Gordon and Stephanie Kusayanagi, 8155-6 Arroyo Circle, Gilroy, CA 95020-, (408) 842-4666  
 Robert and Bobbie McFall, 24303 Town Center Dr., Suite 130, Valencia, CA 91355-, (661) 291-1133  
 Craig and Kim Turner, 740 Ventura Blvd., Ste. 506, Camarillo, CA 93010-, (805) 445-1150  
 Hal and Vicki Heinemann, 1655 Copenhagen Dr., Solvang, CA 93463-, (805) 688-8823  
 Hal and Vicki Heinemann, 333 Five Cities Dr., Pismo Beach, CA 93449-, (805) 773-2149  
 Ryan and Rachael Sproles, 1815 Hawthorne Blvd., #210, Redondo Beach, CA 90278-, (310) 214-1585  
 Tony and Sheila Lukas, 2200 Petaluma Blvd. N., #410, Petaluma, CA 94952-, (707) 778-2120  
 James and Diane Gorman, 17600 Collier Ave., Suite H-180, Lake Elsinore, CA 92530-, (909) 245-1396  
 Steve and Maxine Daniel, 419 Shoreline Village Dr., Suite F, Long Beach, CA 90802-, (562) 436-5901  
 Jerry and Cynthia Haws, 1039 2nd Street, Sacramento, CA 95814-, (916) 448-8801  
 Ann Adams and Mike Van Etten, 2060 Lake Tahoe Blvd., South Lake Tahoe, CA 96150-, (530) 544-8288  
 Scott and Colleen Jones, 200 E. Via Rancho Pkwy., Suite 483, Escondido, CA 92025-, (760) 747-7991  
 Terri Vollmer, 65 Jefferson, San Francisco, CA 94133-, (415) 982-0611  
 Dan and Teri Honsowetz, 1413 Horizon Drive, Tulare, CA 93274-, (559) 687-1081  
 Will and Ginny Glaser, 20 City Blvd. West Bldg A, Orange, CA 92868-, (714) 385-1777  
 Mike and Carol Madvig, 927 Broxton Avenue, Westwood, CA 90024-, (310) 824-5601  
 Bobby and Monina deJesus, 330 S. Hope St., Los Angeles, CA 90071-, (213) 687-0351  
 Robert and Sondra Brakeville, 152 N. Glassel St., Suite D, Orange, CA 92866-, (714) 771-6800  
 Jeannie Passmore, 131 Nut Tree Road, Suite D, Vacaville, CA 95687-, (707) 453-1041  
 Bruce and Neva Jessel, 28200 Hwy. 189, Suite C-200, Lake Arrowhead, CA 92352-, (909) 337-4909  
 Janice Smithwick and Billie Jo Lopez, 6081 Center Dr., #111, Los Angeles, CA 90045-, (310) 337-7822  
 Gordon and Stephanie Kusayanagi, 647 Cannery Row, Monterey, CA 93940-, (831) 372-1065  
 Gordon and Stephanie Kusayanagi, 681 Leavesley Rd., Space 300, Gilroy, CA 95020-, (408) 842-8666  
 Dennis and Ivonne Aragon, 1219 Napa Town Center, Napa, CA 94559-, (707) 253-1985  
 Jim and Celeste Kelber, One Mills Circle, Ste. 809, Ontario, CA 91764-, (909) 980-9248  
 Gi Deog (Douglas) Gweon, 30622 Santa Margarita Pkwy, #104, Rancho Santa Margarita, CA 92688-,  
 (949) 589-2565  
 Rollie and Patti Buckallew, 5001 Willows Rd., Suite 301, Alpine, CA 91901-, (619) 659-8104  
 Mitch and Cheryl Cooney, 848 Higuera St., San Luis Obispo, CA 93401-3601, (805) 541-2221

Steve and Maxine Daniel, 5213 E. 2nd., Long Beach, CA 90803-, (562) 434-1617  
 David Stroud, 1139 Prospect Street, La Jolla, CA 92037-, (858) 454-0077  
 Steve and Maxine Daniel, 200 Main St., Suite 106, Huntington Beach, CA 92648-, (714) 969-0795  
 Steve and Maxine Daniel, 308 Manhattan Beach Blvd., Manhattan Beach, CA 90266-, (310) 372-9950  
 Scott and Colleen Jones, 3485 Del Mar Heights Rd., Suite A-1, San Diego, CA 92130-, (858) 720-1951  
 Peter and Jean Lin, 5196 Montclair Plaza Lane, Montclair, CA 91763-, (909) 621-5399  
 Tom and Susan Addis, 46043 Old Mammoth Road, Mammoth Lakes, CA 93546-, (760) 934-6269  
 Jack and Karen Taylor, 5630 Paseo Del Norte, Space 119, Carlsbad, CA 92009-, (760) 804-3775  
 Al and Minoo Hendizadeh, 71 Fortune Drive, Suite 814, Irvine, CA 92618-, (949) 450-0999  
 Scott Bowen, 7774 N. Blackstone Ave., Fresno, CA 93720-, (559) 437-0400  
 Janice Smithwick and Billie Jo Lopez, 4325 Glencoe Ave. C#5, Marina del Rey, CA 90292-,  
 (310) 301-4321  
 Walter and Carol Ast, 1106 Pine Street, Paso Robles, CA 93446-, (805) 226-7598  
 Harold and Jeanne Brown, 248 South Coast Highway, Laguna Beach, CA 92651-, (949) 497-3799

### Colorado

Ted and DeAnn Taylor, 845 Lincoln Ave., Steamboat Springs, CO 80477-, (970) 879-6194  
 Ted and DeAnn Taylor, 1860 Ski Time Square Dr. Floor 1, Unit E3, Steamboat Springs, CO 80477-,  
 (970) 879-5098  
 Chandler Conrad, 304 Bridge St., Vail, CO 81657-, (970) 476-7623  
 Hal and Vickie Heinemann, 1 W. Flatiron Circle, #K1-6, Broomfield, CO 80021-, (303) 635-1037  
 Ron and Kevin Baalman, 2431 W. Colorado Ave., Colorado Springs, CO 80904-, (719) 635-4131  
 Peter and Paula Edwards, 222 Main St. D. Plaza Pl., Breckenridge, CO 80424-, (970) 453-2094  
 Rick and Gail Marion, 22010 Highway 6, Space #23, Keystone, CO 80435-, (970) 262-1267  
 Ron and Kevin Baalman, 750 Citadel Drive E., Space #1016, Colorado Springs, CO 80909-,  
 (719) 591-2254  
 Linda B. Brian, 8900 Pena Blvd. Concourse B-52, Denver, CO 80249-, (303) 342-7860  
 Dave Blunk, 8501 W. Bowles Ave., Sp. 2B-125, Littleton, CO 80123-, (303) 972-1644  
 Linda B. Brian, 8900 Pena Blvd. Concourse B-22, Denver, CO 80249-, (303) 342-3472  
 Ron and Kevin Baalman, 5050 Factory Shops Blvd., Space 810, Castle Rock, CO 80104-, (303) 660-1320  
 Ronald Black and Wayne Brown, Copper One Lodge, Unit #A4, Copper Mountain, CO 80443-,  
 (970) 968-2354  
 Vincent and Rebecca Tabone, 215 E. Foothills Pkwy, Suite 140, Ft. Collins. CO 80525-, (970) 226-5550  
 Don and Pat Marsh, 1512 Larimer St., Space #44-R, Denver, CO 80202-, (303) 623-1887  
 Brian and Sherry Franklin, 2424 Hwy 6 and 50, Space 327, Grand Junction, CO 81505-, (970) 243-3833  
 Vincent and Rebecca Tabone, 5669 McWhinney Blvd., Loveland, CO 80538-, (970) 593-0106  
 Linda Brian, 14500 W. Colfax Ave., Suite 536, Lakewood, CO 80401-, (303) 215-1891  
 Ronald Black and Wayne Brown, 145 Stephens Way, Silverthorne, CO 80498-, (970) 468-9168  
 Clay and Jo Adams, 517 Big Thompson Ave., Estes Park, CO 80517-, (970) 586-6601  
 Ron and Kevin Baalman, 1710 Briargate Blvd., Space 185, Colorado Springs, CO 80920-, (719) 590-7623  
 Nancy Riemer and Kraig Henry, 314 Elk Ave., Crested Butte, CO 81224-, (970) 349-0933  
 Susy Bonar, 172 N. College Ave., Space A-2, Ft. Collins, CO 80524-, (970) 494-0473  
 Hal and Vicki Heinemann, 1300 Pearl Street, Boulder, CO 80302-, (303) 444-8455  
 Rick and Gail Marion, 140 Ida Belle Road, Keystone, CO 80435-, (970) 262-9184

### Connecticut

David Baker, 20-A Killingworth Turnpike #258, Clinton, CT 06413-, (860) 669-3741  
 David Baker, 314 Flat Rock Place, Suite D115, Westbrook, CT 06498-, (860) 399-7759

### Delaware

Roberta and Klaus Wuttke, 1510-B Ocean Outlets, Rehoboth Beach, DE 19971-, (302) 227-0422  
 Roberta and Klaus Wuttke, 135 2nd Street, Lewes, DE 19958-, (302) 645-5528

**Florida**

Peter and JoAnn Ehrlich, 10562 Hwy. 98 West, #117, Destin, FL 32541-, (850) 654-9777  
 Dave and Jeanie Lovejoy, 1854 94th Drive, Space B-180, Vero Beach, FL 32966-, (772) 564-9111  
 Robert and Diana Greeno, 2700 S. R. 16, Ste. 802A, St. Augustine, FL 32092-, (904) 826-4041  
 Dean and Lisa Mester, 869 N. Alafaya Trail, #Q-09, Orlando, FL 32828-, (407) 382-8692  
 Hal and Vicki Heinemann, 5371 Factory Shops Blvd., Ellenton, FL 34222-, (941) 723-6612  
 Bryan Almon, 8200 Vineland Ave., Suite 1171, Orlando, FL 32821-, (407) 465-1002  
 Frank Guisto, 10801 Corkscrew Road, Suite 189, Estero, FL 33928-, (941) 949-0455  
 Hal and Vicki Heinemann, 2223 North West Shore Blvd., #B-225, Tampa, FL 33607-, (813) 351-8008  
 Diane and Glen Cook, 302 Southgate Plaza, Sarasota, FL 34239-, (941) 906-7570  
 Bryan Almon, 500 Belz Outlet Blvd., Space #290, St. Augustine, FL 32095-, (904) 827-1545

**Georgia**

David Baker, 1000 Tanger Dr., Suite 103, Locust Grove, GA 30248-, (770) 914-0464  
 Jerry and Janice Hyder, 1001 Market St., Ste. 32A, Dalton, GA 30720-, (706) 275-4488  
 David Baker, 5900 Sugarloaf Pkwy, Space 340, Lawrenceville, GA 30043-, (678) 847-6258  
 Jim and Eileen Humphlett, 1 Magnolia Bluff Way, Space 290, Darien, GA 31305-, (912) 437-2968  
 David Baker, 800 Steven B. Tanger Blvd., Ste. 205, Commerce, GA 30529-, (706) 335-7973  
 Jerry and Janice Hyder, 455 Bellwood Rd. Suite 76, Calhoun, GA 30701-, (706) 602-0200

**Hawaii**

Greg and Cathy Clark, 94-790 Lumiaina St. Suite 110, Waipahu (Oahu), HI 96797-, (808) 676-0772  
 Greg and Cathy Clark, 650 Iwilei Road, 2nd Floor, Honolulu, HI 96817-, (808) 262-5525  
 Greg and Cathy Clark, 1 Aloha Towers Drive Space 245, Mailbox 81, Honolulu, HI 96813-,  
 (808) 545-4443

**Idaho**

Tim and Sharon Phillips, 6854 S. Eisenman Rd., Boise, ID 83705-, (208) 344-7779  
 Julie Gardner, 460 Sun Valley Road, Ketchum, ID 83340-, (208) 726-3724  
 Bill and Barbara Miller, 4201 Riverbend Ave., Post Falls, ID 83854-, (208) 773-6710

**Illinois**

David Baker, 11800 Factory Shops Blvd., Suite 655, Huntley, IL 60142-, (847) 669-2452  
 Chuck and Ann Henle, 207 South Main St., Galena, IL 61036-, (815) 777-3200  
 Jim and Geri Pstrzoch; Gerald and Barbara Luka, 156 North York Road, Elmhurst, IL 60126-,  
 (630) 834-2005  
 Craig, Tania, Jim & Shirley Sprague, 4700 No. University St., Suite 21, Peoria, IL 61614-, (309) 693-7623  
 Michael Cerroni, 7200 Harrison Ave., Suite F-28, Rockford, IL 61112-, (815) 332-4671  
 Pamela and Thomas Lockowitz, 541 Milwaukee Avenue, Libertyville, IL 60048-, (847) 367-6703  
 Donald and Victoria Wiencek, 512 Orland Square, #E-03, Orland Park, IL 60462-, (708) 349-2063  
 Norbert and Elaine Tremko, 300 Happ Rd., Northfield, IL 60093-, (847) 446-5001  
 Bruce and Jean Kuhn, 50-B LaGrange Road, LaGrange, IL 60525-, (708) 352-6487  
 Andy and Alene Gnyp, 1011 S. Line Rd., Space C-6, Tuscola, IL 61953-, (217) 253-5874  
 Robin Martin, 22 E. Chicago St., Suite 109, Naperville, IL 60540-, (630) 717-8878

**Indiana**

Mark Berry and Mike Self, 28 Monument Circle, Indianapolis, IN 46204-, (317) 687-1322  
 Andy and Alene Gnyp, 3025 Outlet Dr., Space E85, Edinburgh, IN 46124-, (812) 526-8227

**Iowa**

David Baker, 1991 Tanger Drive, Suite 101 1/2, Williamsburg, IA 52361-, (319) 668-2931

**Kansas**

Troy and Stacy Barragree, 2132 North Rock Rd., Suite 112, Wichita, KS 67206-, (316) 630-8200

Troy and Stacy Barragree, 601 S.E. 36th St. #137, Newton, KS 67114-, (316) 282-8599

Dan McDonough, 20377 West 151 St., Olathe, KS 66061-, (913) 397-6100

**Kentucky**

Peter and JoAnn Ehrlich, 4049 Summit Plaza, Bldg. 15, Sp. G4, Louisville, KY 40241-, (502) 326-1628

**Louisiana**

Tommy Gray, 4436 Veterans Blvd., Suite C-12, Metairie, LA 70006-, (504) 888-7787

**Maryland**

Robert and Diana Greeno, 435 Outlet Center Drive, Queenstown, MD 21658-, 410-827-4922

Bob and Diana Greeno, 7000 Arundel Mills Circle, #203, Hanover, MD 21076-, (443) 755-8780

Bob and Diana Greeno and Bob Greeno, Jr., 10300 Little Patuxent Pkwy, #2605, Columbia, MD 21044  
(410) 884-9195

**Massachusetts**

David Baker, 999 S. Washington St., Sp. W251, North Attleboro, MA 02760-, (508) 695-9699

David Baker, 1048 South Street, Suite 205, Wrentham, MA 02093-, (508) 384-4139

**Michigan**

Andy and Alene Gnyp, 14600 Lakeside Circle, Sterling Heights, MI 48313-, (586) 566-7877

Daniel and Amy Hermen, 2121 Celebration Way NE, Suite 350, Grand Rapids, MI 49525-, (616) 361-9323

Rick Jackson and Jim Aman, 8825 Marketplace Drive, Suite 425, Birch Run, MI 48415-, (989) 624-4784

Alan Rosen and Phyllis Indianer, 2800 W. Big Beaver Rd., Space N-124, Troy, MI 48084-1454,  
(248) 816-1454

Alan Rosen and Phyllis Indianer, 6911 Orchard Lake Road, West Bloomfield, MI 48322-, (248) 851-6100

Andy and Alene Gnyp, 4058 Baldwin Road Space 230, Auburn Hills, MI 48326-, (248) 332-9772

**Minnesota**

David Baker, 6750 W. Frontage Rd., Suite 309, Medford, MN 55049-, (507) 455-1960

Michael and Debbie Bolen, 395 S. Lake Ave., Suite 4, Duluth, MN 55802-, (218) 722-1700

Scott and Kristine Kieland, 7455 Currell Blvd., Suite 111, Woodbury, MN 55125-, (651) 209-6340

Stan and Kathleen Evavold, 7888 Main Street North, Sp. 1407, Maple Grove, MN 55369-, (763) 773-7623

Gail Stein, 128 East Broadway, Bloomington, MN 55425-, (952) 858-8826

**Mississippi**

Dave and Jeanie Lovejoy, 13118 Highway 61N, #306, Robinsonville, MS 38664-, (662) 357-0110

David Baker, 10770 Factory Shop Blvd., Space 770, Gulfport, MS 39503-, (228) 868-9111

**Missouri**

James and Jeanette Modic, 4540 Hwy 54, M7, Osage Beach, MO 65049-, (573) 348-0880  
David Baker, 1000 Outlet Center Drive, Suite 16, Warrenton, MO 63383-, (636) 456-2964  
David Baker, 2825 S. Glenstone T-8, Springfield, MO 65804-, (417) 882-5665  
Bill Marron, 30 W. Pershing, Suite 130, Kansas City, MO 64108-, (816) 421-2571  
Bill Marron, 1304 W. Old Hwy. 40, Space E10, Odessa, MO 64076-, (816) 230-1545

**Nebraska**

Mike and Carol Woodman, 5043 2nd Ave., Suite 31, Kearney, NE 68847-, (308) 238-9133  
Ty and Joy Behnke, 3001 S. 144th St., Suite 1053, Omaha, NE 68144-, (402) 691-0391

**Nevada**

Susan O'Leary, 7400 Las Vegas Blvd. South, Space 24, Las Vegas, NV 89123-, (702) 361-7553  
Michael Archiletti, 1955 South Casino Dr., Suite 338, Laughlin, NV 89029-, (702) 298-3610

**New Hampshire**

Tom and Cynthia Ehmett, 1699 White Mountain Hwy, North Conway, NH 03860-1735, (603) 356-4838  
Jim Aman, 120 Laconia Road, Suite 200, Tilton, NH 03276-, (603) 286-7663

**New Jersey**

Shel Samuelson, 55 Liberty Village, Flemington, NJ 08822-, (908) 806-7572  
James and JoCarol Raymond, 651 Kapkowski, Space #2050, Elizabeth, NJ 07201-, (908) 820-9202

**New Mexico**

Alexis K. Girard and Greer Enterprises, Inc., 217 W. San Francisco St., Santa Fe, NM 87501-, (505) 995-0688  
Wendel and Merle Clark, 108 Coronado Center, Albuquerque, NM 87110-, (505) 888-3399  
Tracy and Georgann Garrett, 112 South Plaza, Taos, NM 87571-, (505) 758-8855  
Enrique Wintergerst, 303 Romero NW, Ste 112, Albuquerque, NM 87104-, (505) 842-8883  
Wendel and Merle Clark, 8380 Carillos Rd., #210, Santa Fe, NM 87505-, (505) 473-3900  
Wendel and Merle Clark, 10000 Coors, Suite B5, Albuquerque, NM 87114-, (505) 792-0425

**New York**

David Baker, Tanger Outlet Drive, Suite 1305, Riverhead, NY 11901-, (631) 369-5213  
Lyle and Celeste Dynski-Trumble, 655 Route 318, Waterloo, NY 13165-, (315) 539-0614  
James and JoCarol Raymond, 2681 Palisades Center Drive, West Nyack, NY 10994-, (845) 353-1550  
Michael and Shirley Luongo, 125 Chambers Street, New York, NY 10007-, (212) 349-7553

**North Carolina**

Alan and Jeanne Lassiter, 8030 Renaissance Pkwy, Suite 935, Durham, NC 27713-, (919) 361-4322  
Andy and Alene Gnyp, 8111 Concord Mills Blvd., Suite 424, Concord, NC 28027-, (704) 979-1044

### Ohio

Ed and Becci Bartolomeo, 9909 Avon Lake Road, #335, Burbank, OH 44214-, (330) 948-9953  
Rick Jackson and Jim Aman, 661 Forest Fair Drive, #123, Cincinnati, OH 45240-, (513) 671-3112  
Ed and Becci Bartolomeo, 1500 Polaris Pkwy, Suite 2022, Columbus, OH 43240-, (614) 885-0577  
Ed and Becci Bartolomeo, 8205 Factory Shops Blvd., Jeffersonville, OH 43128-, (740) 948-9174

### Oregon

Michelle Haage, 450 NW 257th Ave., Space 336, Troutdale, OR 97060-, (503) 665-7237  
Jeff Compton and Renee Hallesy, 33 E. Main St., Ashland, OR 97520-, (541) 482-6757  
Cynthia Sandusky, 3251 S. W. Hwy., Suite 101, Lincoln City, OR 97367-, (541) 994-6440  
Brad and Julie Saxton, 61304 S. Hwy 97, Bend, OR 97702-, (541) 383-1718  
Michelle Haage, Charlie & Jeanie O'Neal, 1402 Jantzen Beach Center, Portland, OR 97217-, (503) 286-0171  
Kevin Hepner, 1001 Arney Road, Suite 409, Woodburn, OR 97071-, (503) 981-0008  
Josh and Ken Rushane, 1111 N. Roosevelt, Suite 320, Seaside, OR 97138-, (503) 738-2125  
Carrie Lanig, R. & C. LeBeau, R. & H. Little, 401 Center Street NE, Suite 285, Salem, OR 97301-, (503) 371-8400

### Pennsylvania

Tony Sarno, 1000 Rt. 611, Suite B-39, Tannersville, PA 18372-, (570) 688-4058  
Ed and Becci Bartolomeo, 1911 Leesburg Road, Suite 750, Grove City, PA 16127-, (724) 748-5116

### South Carolina

Michael and Shirley Luongo, 4633 Hwy 501, Space C220, Myrtle Beach, SC 29577-, (843) 236-5744  
David Baker, 660 Factory Shops Blvd., Gaffney, SC 29341-, (864) 902-0000  
Michael and Shirley Luongo, 1306 Celebrity Circle, 163-B, Myrtle Beach, SC 29577-, (843) 626-3239

### Tennessee

Dave and Jeanie Lovejoy, 150 Peabody Place, Memphis, TN 38103-, (901) 526-5050  
Andy and Alene Gnyp, 280 Outlet Village Blvd., Lebanon, TN 37090-, (615) 443-5330  
Andy and Alene Gnyp, 1000 Two Mile Parkway M2, Ste 1685, Goodlettsville, TN 37072-, (615) 851-1239  
Andy and Alene Gnyp, 348 Opry Mills Drive, Nashville, TN 37214-, (615) 514-1339

### Texas

Marshall Morton, 301 Tanger Dr. , Suite 201, Terrell, TX 75160-, (972) 563-9999  
David and Illuminda Ott, 4015 I-35 South, Suite 835, San Marcos, TX 78666-, (512) 392-9780  
Lyle Roberts, 2301 Strand, Galveston, TX 77550-, (409) 762-4340  
Food Brand, 5000 Katy Mills Circle Suite 515, Katy, TX 77494-, (281) 644-3663 ext. 231  
Jim and Susan Manns, 207 Losoya, #102, San Antonio, TX 78205-, (210) 227-2626  
Wendel Clark, 6002 Slide Rd., Space B-16, Lubbock, TX 79414-, (806) 784-0589  
Bill and Kay Whilden, 2713 Bendfordshire Lane, Plano, TX 75075-,  
Sharon and Paul Zaidins, 3000 Grapevine Mills Pkwy, Ste. 258, Grapevine, TX 76051-, (972) 724-6868  
Holly Williams Harris, 104 IH 35, NE, Suite 176, Hillsboro, TX 76645-, (254) 582-0246  
Scott and Shanna Berry, 11200 Lakeline Mall Drive, Space EU2, Cedar Park, TX 78613-, (512) 401-2422  
Robert Hawkins, 4321 IH-35 North, Suite 390, Gainesville, TX 76240-, (940) 665-7311

**Utah**

Bill and Shaunna Durante, 250 N.Red Cliff Drive, Space 20, St. George, UT 84770-, (435) 652-4327  
Chip and Kathy Pederson, 1385 Lowell Ave., Park City, UT 84060-, (435) 649-2235  
Chip and Kathy Pederson, 158 So. Rio Gand St., MB 111, Salt Lake City, UT 84101-, (801) 456-0684  
Chip and Kathy Pederson, 602 E. 500 South, Salt Lake City, UT 84102-, (801) 532-8022  
Chip and Kathy Pederson, 510 Main Street, Park City, UT 84060-, (435) 649-0997

**Virginia**

Michael Deverell, 5715-57 Richmond Road, Williamsburg, VA 23188-, (757) 229-7947  
Kevin and Lisa Christensen, 2700 Potomac Mills Circle, #163, Woodbridge, VA 22192-, (703) 491-5800

**Washington**

Ken and Sandi Fein, 1401 4th Avenue, Seattle, WA 98101-,  
Phil and Laura McCrory, 561 S. Fork Ave. SW, Ste. H, North Bend, WA 98045-, (425) 831-1818  
Ken and Sandi Fein, 393 Columbia Center, Kennewick, WA 99336-, (509) 735-7187  
Ken and Cindi Rushane, 444 Fashion Way, Burlington, WA 98233-, (360) 757-2577  
Kenneth and Morey Grosse, 636 Front Street, Leavenworth, WA 98826-, (509) 548-6525  
Ken and Sandi Fein, 401 NE Northgate Way, Suite 2020, Seattle, WA 98125-, (206) 361-0222  
Ken and Sandi Fein, 5232 Outlet Drive, Pasco, WA 99301-, (509) 547-5566  
Ken and Sandi Fein, 1419 First Ave., Seattle, WA 98101-, (206) 262-9581

**West Virginia**

David Durbin, 1 Snowshoe Drive, Snowshoe, WV 26209-, (304) 572-1289

**Wisconsin**

David Baker, 3001 S. Washburn, Ste. D-180, Oshkosh, WI 54904-, (920) 232-9954

(6/1/03)

**EXHIBIT D**

**FRANCHISEES WHO HAVE LEFT THE SYSTEM**

**FRANCHISEES WHO HAVE LEFT THE SYSTEM**  
**As of April 30, 2003**

**ARIZONA**

Carl Novick, 3094 W. Autumn Breeze Dr., Tucson, AZ 85742- (520) 229-0002

**CALIFORNIA**

Peter and Jean Lin, 76 West Arthur, Arcadia, CA 91007- (626) 447-1572

**GEORGIA**

David Baker, 2394 Lake Villas Lane, Duluth, GA 30097 (770) 841-4138 (21 stores closed in Alabama, Connecticut, Georgia, Illinois, Indiana, Iowa, Massachusetts, Mississippi, Missouri, New York, Pennsylvania, South Carolina and Wisconsin)

**NEW MEXICO**

Alexis K. Girard and Greer Enterprises, Inc., 532 Camino Militar, Santa Fe, NM 87501- (505) 983-6504

**OREGON**

Michelle Haage, Charlie & Jeanie O'Neal, 1411 NE Greenway, Gresham, OR 97030- (503) 492-6424

**WASHINGTON**

Ken and Sandi Fein, 1731 Beam Road, Granger, WA 98932- (509) 854-1413

**EXHIBIT E**

**FINANCIAL STATEMENTS**

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Report of Independent Certified Public Accountants

Board of Directors and Stockholders  
Rocky Mountain Chocolate Factory, Inc.

We have audited the accompanying balance sheets of Rocky Mountain Chocolate Factory, Inc. as of February 28, 2003 and 2002, and the related statements of income, changes in stockholders' equity, and cash flows for each of the three years in the period ended February 28, 2003. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Rocky Mountain Chocolate Factory, Inc. as of February 28, 2003 and 2002 and the results of its operations and its cash flows for each of the three years in the period ended February 28, 2003, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the financial statements, the Company adopted Statement of Financial Accounting Standards No. 142, "*Goodwill and Other Intangible Assets*", on March 1 2002.

GRANT THORNTON LLP

Dallas, Texas  
April 18, 2003

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.  
STATEMENTS OF INCOME

	FOR THE YEARS ENDED FEBRUARY 28,		
	2003	2002	2001
<b>Revenues</b>			
Sales	\$15,304,365	\$15,224,065	\$18,982,948
Franchise and royalty fees	4,157,107	4,215,012	3,588,889
Total revenues	19,461,472	19,439,077	22,571,837
<b>Costs and Expenses</b>			
Cost of sales	9,996,592	9,612,712	10,190,091
Franchise costs	1,245,778	1,286,595	1,123,506
Sales & marketing	1,441,111	1,293,309	1,170,636
General and administrative	1,967,117	2,096,356	2,090,579
Retail operating	832,591	875,190	3,742,140
Depreciation and amortization	815,279	905,227	1,149,590
Provision for loss on accounts and notes receivable and related foreclosure costs	1,666,524	-	-
Total costs and expenses	17,964,992	16,069,389	19,466,542
<b>Operating Income</b>	1,496,480	3,369,688	3,105,295
<b>Other Income (Expense)</b>			
Interest expense	(297,344)	(437,339)	(660,620)
Interest income	171,197	275,593	94,298
Other, net	(126,147)	(161,746)	(566,322)
<b>Income Before Income Taxes</b>	1,370,333	3,207,942	2,538,973
<b>Income Tax Expense</b>	517,985	1,212,600	982,585
<b>Net Income</b>	\$ 852,348	\$ 1,995,342	\$ 1,556,388
<b>Basic Earnings per Common Share</b>	\$ .34	\$ .81	\$ .58
<b>Diluted Earnings per Common Share</b>	\$ .32	\$ .76	\$ .57
<b>Weighted Average Common Shares</b>			
Outstanding	2,495,417	2,473,268	2,701,433
<b>Dilutive Effect of Employee Stock Options</b>	209,939	163,120	7,224
<b>Weighted Average Common Shares Outstanding, Assuming Dilution</b>	2,705,356	2,636,388	2,708,657

The accompanying notes are an integral part of these statements.